

BYLAWS
of the
AMERICAN SOCIETY FOR BIOETHICS AND HUMANITIES

*Approved: Board of Directors,
Revised: Special Membership Meeting
Revised: Special Membership Meeting
Revised: Special Membership Vote*

*January 28, 1998
October 7, 2002
January 29, 2008
March 1, 2010*

Article I: NAME AND INCORPORATION STATUS

Section 1. The name of this organization shall be the "American Society for Bioethics and Humanities," herein called the "Society."

Section 2. The Society shall be organized under and operate as an Illinois not-for-profit corporation and shall have such powers as are now or may hereafter be granted by the General Not-For-Profit Corporation Act of the State of Illinois (the "Act").

Article II: REGISTERED OFFICE AND AGENT

The Society shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical with such registered office, and may have such other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

Article III: PURPOSES

Section 1 The Society is an educational organization whose purpose is to promote the exchange of ideas and foster multi-disciplinary, inter-disciplinary, and inter-professional scholarship, research, teaching, policy development, professional development, and collegiality among people engaged in all of the endeavors related to clinical and academic bioethics and the health-related humanities. These purposes shall be advanced by the following kinds of activities.

- 1.1 Encouraging consideration of issues in human values as they relate to health services, the education of health care professionals and research.
- 1.2 Conducting educational meetings dealing with such issues.
- 1.3 Stimulating research in areas of such concern.
- 1.4 Soliciting and receiving grants, gifts, and bequests and otherwise acquiring and accumulating, holding, and investing assets to be used for such purposes in accordance with these Bylaws.
- 1.5 Fostering the interests of persons interested in these endeavors.

1.6 Contributing to the public discussion of these endeavors and interests including how they relate to public policy.

1.7 Conducting other activities consonant with the Society's purposes and these Bylaws.

Section 2. The following rules shall conclusively bind the Society and all persons acting for or on its behalf:

2.1 No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

2.2 No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

2.3 The Society shall not conduct any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States internal revenue statute, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States internal revenue statute.

2.4 In the event of the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the remaining assets of the Society (except any assets held by the Society upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Society in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations under the Code or the corresponding provision of any future United States internal revenue statute, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes in such manner, or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

Section 3. The Society specifically seeks to foster dialogue, collegial endeavors, and membership with persons from diverse cultural, ethnic, and racial backgrounds.

Section 4.1. The Society shall not issue positions on substantive moral and policy issues.

Section 4.2 The Society may adopt positions on matters related to academic freedom and professionalism in the fields of bioethics and humanities in health care upon an affirmative vote of two-thirds (2/3) of the full Board of Directors. The Board may consider a position on its own motion or upon request in writing signed by fifty (50) members eligible to vote.

Article IV: MEMBERSHIP

Section 1. Membership of the Society shall be composed of persons who (or organizations that) have paid appropriate dues and are otherwise qualified for membership according to the following criteria and such additional criteria as determined by the Board of Directors from time to time.

Section 2 Membership of the Society shall be composed of the following categories.

2.1 "Individual Members," who shall include healthcare professionals, educators, scholars and other interested individuals. Individual Members shall have the right to vote on amendments to the bylaws and elected positions, to hold office, and to exercise all other privileges of membership.

2.2 "Student Members," who shall include full-time undergraduate and graduate students. Student Members shall have the same rights as Individual Members.

2.3 "Organizational Members," which shall include non-academic, health-care related membership organizations interested in bioethics and the humanities. Organizational Members may appoint a representative who shall have the right to vote for a member of the Board of Directors as provided in Article V, Section 2.5.

2.4 "Institutional Members," which shall include ethics networks and academic organizations. Institutional Members shall not have voting rights themselves, but shall be allocated five (5) Student memberships for full-time students.

Article V: BOARD OF DIRECTORS

Section 1. The business and affairs of the Society shall be managed by or under the direction of a Board of Directors (the "Board"). The Board may exercise all powers of the Society and do all such lawful acts and things as prescribed by statute, the Articles of Incorporation or these Bylaws. Without limiting the foregoing, the Board shall have responsibility for the following:

1.1 Directing and supervising the affairs of the Society to pursue the purposes of the organization within the limits of these Bylaws.

1.2 Determining the Society's policies or changes therein within the limits of these Bylaws.

1.3 Establishing the budget of the Society and having discretion in the disbursement of its funds.

1.4 Adopting such rules and regulations for the conduct of the Society's business as deemed advisable.

1.5 Appointing such agents as it may consider necessary.

1.6 Causing to be published a membership directory and to periodically inform the members in a manner that advances the purposes of the Society.

1.7 Establishing procedures to create, constitute, support, and supervise the standing committees and to create, constitute, support, supervise and disband other committees in accordance with these Bylaws.

Section 2. Board Composition and Organization.

- 2.1 The Board of Directors shall be comprised of twelve (12) to fifteen (15) members, the exact number to be fixed by resolution of the Board.
- 2.2 The President-Elect shall automatically succeed to the office of President, and the President shall automatically succeed to the office of Immediate Past President. The President, President-Elect and Immediate Past President shall serve for two-year terms, making a total tenure of six years.
- 2.3 The Secretary and Treasurer will serve two-year terms. At its discretion, the Board may combine the offices of Secretary and Treasurer into the office of Secretary-Treasurer, to be filled by a single individual.
- 2.4 Members-at-Large shall serve three-year staggered terms.
- 2.5 The Organizational Member Director shall serve a one-year term.
- 2.6 Each Director shall take office upon incorporation of the Society and shall continue in office until his or her successor is duly elected and qualified.
- 2.7 Should the office of President become vacant, the President-Elect shall fill the unexpired term and serve the term for which s/he was elected. Should the office of President-Elect, Secretary or Treasurer or any Member-at-Large position become vacant, the Board may fill the vacancy for any term until the next election. Nominations to fill the remainder of the term shall be made by the Nominating Committee.

Section 3. Meetings.

- 3.1 The Board shall meet on a schedule of its own choosing but not less than annually. At least one meeting each year shall be in a location where a quorum of members are in one place.
- 3.2 Meetings of the Board may be called by the President or by a written request of a majority of the Board.
- 3.3 Notice of any meeting of the Board shall state the time, date and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting, provided that notice of any meeting held by telephone conference call is delivered at least twenty-four (24) hours prior to the call. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- 3.4 A majority of Board members shall constitute a quorum for the transaction of business. The act of a majority of the Board members present at a duly called meeting at which a quorum is present shall be the act of the Board, unless the act of a greater member is required by law, the Articles of Incorporation or these Bylaws.

3.5 Any action to be taken at a meeting of the Board may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating.

3.6 Any action requiring a vote of the Board may be taken without a meeting if a consent in writing, setting forth the action taken, is signed by all of the Board members.

Section 4. Directors shall not receive any remuneration for their services as directors; however, the Board of Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties.

Article VI: EXECUTIVE DIRECTOR

The administrative and day-to-day operation of the Society shall be the responsibility of a salaried staff head or firm employed or appointed by the Board of Directors and responsible to the Board. The salaried staff head or, in the case of a firm, chief staff officer retained by the firm, shall have the title of "Executive Director." The Executive Director shall have the authority to execute contracts on behalf of the Society and as approved by the Board of Directors. The Executive Director may carry out the duties of the Secretary and Treasurer of the Society and perform such other duties as may be specified by the Board. The salaried staff head or firm shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Society. The Executive Director shall serve as an ex-officio member of the Board of Directors and the Executive Committee without vote.

Article VII: COMMITTEES

Revised: March 2010.

Section 1. Standing Committees.

1.1 The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Secretary, and Treasurer. The Executive Director shall serve as a non-voting ex-officio member of the Executive Committee. Between meetings of the Board, the Executive Committee shall exercise the powers of the Board in the management of the business and affairs of the Society, except as may otherwise be provided by law, the Articles of Incorporation or these Bylaws.

1.2 The Program Committee shall supervise and organize the annual national meeting and organize other continuing education activities.

1.3 The Nominating Committee shall nominate individuals to serve on the Board and committees and shall recommend a means for nominating members of the Society to serve on the Board.

1.4 Composition: The Nominating Committee shall consist of six voting members, none of whom are Board members. Each year, two Nominating Committee members shall be elected by the membership and one Nominating Committee member shall be appointed by the ASBH Board of Directors.

- 1.5 Terms: The members of the Nominating Committee shall serve for two-year staggered terms or until their successors are duly elected and qualified.
- 1.6 The Nominating Committee shall annually present to the membership a slate of nominees for the office of President-Elect, open Board seats, Student Member Director, members of the Nominating Committee, and the Organizational Member on the Board nominated by the Organizational Member representatives and any other elective vacancies of the Society. The Nominating Committee shall nominate at least two candidates for each elective position to be filled. Though the Nominating Committee shall make the final list of candidates to face elections, the Committee shall consult with the Board during this process to help promote diversity and multi-disciplinary on the slate of nominees.
- 1.7 Notwithstanding the authority of the Nominating Committee, members of the Society who are nominated for an elective position of the Society by a petition of fifty (50) of the Society's membership shall be afforded a position on a slate.
- 1.8 At least four months prior to presenting its nominees to the Board, the Nominating Committee shall cause a call for nominations to be published to all Society members.
- 1.9 Other standing committees of the Society, including, but not limited to, the Scholarship and Publication Committee, the Committee on Professional Development, and the Development and Membership Committee, may be established by resolution of the Board of Directors to carry out the purposes of the Society. The resolution establishing such a committee shall set for the committee's purpose and composition.

Section 2. The President may appoint such ad hoc committees as are necessary or appropriate to carry out the purposes of the Society. An ad hoc committee created by the President shall terminate with the expiration of the President's term of office. Ad hoc committees may be established for longer periods with the approval of the Board of Directors.

Section 3. Unless otherwise provided by these Bylaws or the resolution establishing the committee, the President shall appoint the chair and members of each committee. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Society would be served thereby.

3.1 Vacancies in the membership of the Nominating Committee may be filled by action of the Board of Directors. Vacancies in the membership of all other committees shall be filled by appointments made in the same manner as the original appointments to that committee.

Section 4. Unless otherwise provided in the resolution establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which a quorum is present shall be the act of the committee.

Section 5. The Board of Directors shall develop and approve general policies and procedures for the operation of all committees.

Article VIII: CONTRACTS AND FINANCES

Section 1. The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

Section 2. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or President-Elect of the Society.

Section 3. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

Section 5. The books and accounts of the Society shall be reviewed annually by an independent auditor selected by the Board who shall report to the Board.

Section 6. A surety bond, in an amount specified by Board, shall be furnished by the Society for any individuals authorized to handle moneys or securities of the Society.

Section 7. The fiscal year of the Society shall be determined from time to time by the Board of Directors.

Article IX: MEMBERSHIP MEETINGS

Section 1. There shall be an annual meeting of the members of the Society at a time and place stipulated by the Board.

Section 2. Special meetings of the members may be called at the request of the President or any three (3) members of the Board, or at the written request of fifty (50) voting members of the Society. The time and place for holding special meetings shall be determined by the Board of Directors.

Section 3. Notice of any annual or special meetings of the members shall state the time, date, place, and, in the case of special meetings, the purpose of the meeting and shall be delivered to the membership not more than sixty (60) but not less than twenty (20) days before the date of such meeting.

Section 4. The President shall preside at all membership meetings of the Society. In the President's absence, the President-Elect shall preside; in the absence of both the President and the President-Elect, the Immediate Past President or a member selected by the Board shall preside.

Section 5. Ten percent (10%) voting members of the Society shall constitute a quorum for the transaction of business at any duly called meeting of the members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

5.1 The act of a majority of the voting members present at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

5.2 Voting by mail shall be permitted for any item of business. A mail vote may be called by the Board of Directors or by written request of at least 10% of the voting members of the Society. For the election of officers and directors, the act of a majority of 10% or more voting members returning ballots by a date certain shall be an act of the members. For matters other than the election of officers and directors, the act of a majority of the members voting shall be an act of the members.

Article X: AFFINITY GROUPS

Section 1. The purpose of an Affinity Group is to foster scholarship, education, and collegiality on a topic of specific common interest to its members.

Section 2. Members may petition the Board to be formally recognized as an Affinity Group provided its purpose is consonant with the purposes and Bylaws of the Society.

Section 3. Affinity Groups will be given time to meet at the annual meeting.

Section 4. All Affinity Groups shall be open to all members.

Article XI: WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XII: INDEMNIFICATION

The Society shall indemnify all officers, directors and committee members of the Society to the full extent permitted by the Illinois General Not-for-Profit Corporation Act and shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors.

Article XIII: AMENDMENTS TO BYLAWS

These Bylaws may be repealed, altered or amended and new bylaws may be adopted by an affirmative vote of two-thirds (2/3) of the members of the Society, present and voting, in person or by proxy,

at any meeting of the Society at which a quorum is present; provided that the substance of the alteration, amendment, or repeal is submitted in writing to the membership by the Board of Directors or by a proposal signed by 20% of the voting members of the Society not more than sixty (60) and not less than twenty (20) days prior to the date by which the same is to be considered.

Article XIV: NON-DISCRIMINATION

Section 1. The Society does not discriminate on the basis of race, creed, ethnic or national origin, age, disability, gender or sexual orientation.

Section 2. The Society will make reasonable efforts to avoid commercial transactions with those institutions, commercial or academic, that do not have anti-discrimination policies or practices comparable to those of the Society.

Article XV: STATUS OF AWARDS AND EMERITUS OFFICERS

Section 1. The Society shall recognize the contributions of past officers, board members, and awardees of the Society for Health and Human Values, the Society for Bioethics Consultation, and the American Association of Bioethics to the furtherance of the purposes of the Society as follows:

1.1 All titles conferred by those organizations may be referred to as emeritus titles in the Society.

1.2 All awards made by those organizations may be referred to as awards by this Society.

Article XVI: USE OF ELECTRONIC COMMUNICATION

Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these Bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

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